OLD DOMINION
UNIVERSITY

TO: Board of Visitors Governance Committee Members

Jerri F. Dickseski, Chair
Kay A. Kemper, Vice Chair
R. Bruce Bradley *(ex-officio)*
P. Murry Pitts *(ex-officio)*
E.G. Middleton, III

FROM: Ashley Schumaker
Chief of Staff and Vice President for Strategic Operations

DATE: April 10, 2024

SUBJECT: April 18, 2024, Meeting Agenda

The Board of Visitors Governance Committee will meet on Thursday, April 18, 2024, from 4:30-5:00 PM in the Board Room of the Kate and John R. Broderick Dining Commons.

The agenda and supporting materials are enclosed.

AGENDA

I. Call to Order

II. Approval of Minutes of November 30, 2023, Governance Committee Meeting

III. Proposed Bylaws Revisions

IV. Board of Visitors Policy 1220 – Standards for the Safe Use of Artificial Intelligence

V. Board Officer Elections Process

VI. 2024 Board Self- Assessment Survey Results

VII. Next Steps

VIII. Adjourn

BYLAWS
OF THE OLD DOMINION UNIVERSITY
BOARD OF VISITORS

PREFACE

The Board of Visitors adopts the bylaws that follow for the orderly and efficient conduct of its meetings and the business of Old Dominion University. This preface is to provide a brief overview of the source of the Board's authority as a public institution of higher education, and a component of the executive branch of the government of Virginia.

The Virginia statutes specific, or organic to the University, ~~Va. Code §§23.1-2000 through 23.1-2004~~Va. Code §§23.1-2000 through 23.1-2007, might be thought of as the University's charter. These statutes constitute the Board of Visitors as a public corporation named "Old Dominion University," and set the corporation's basic purpose and authority. Other statutes apply to all Commonwealth institutions of higher education to impose other duties and confer additional powers. The University is also subject, along with all agencies of the executive branch of the state government, to such statutes as, for example, the Virginia Freedom of Information Act which governs, *inter alia*, the circumstances under which a public body, such as this Board, may meet in closed session. Ultimately, however, the University's operations are dependent on the terms of the Appropriations Act adopted bi-annually in the even numbered years by the Virginia legislature, the General Assembly, and amended in the odd numbered years. Finally, it is to be noted that the Commonwealth's agencies and institutions are not as a rule subject to the general statutes of Virginia, as well as the ordinances enacted by the local governments, unless the General Assembly expressly provides otherwise.

Members of the Board, the University staff, and the public should be aware at all times that the authority conferred on the Board of Visitors by the General Assembly resides solely in the Board. That is, no visitor or other individual, regardless of title or position, shall speak for or exercise the Board's authority except to the extent that the Board may so provide by delegation contained in these bylaws, or by other action of the Board.

The Commonwealth demands institutional direction by a Board composed of active, informed, and engaged visitors. As a measure of this need, the General Assembly provided that if any member of the Board should fail to perform the duties of a visitor for a year, without sufficient cause, the Board shall certify the same to the Governor; and the office of that member shall then be vacant.

ARTICLE I
Power, Authority, and Duties

§ 1.01. Role and Responsibilities. As the body responsible for the University, the Board of Visitors' focus shall be on student success, academic freedom, serving the public purposes of higher education, preserving and protecting institutional autonomy to the extent permissible under the Code of Virginia. The Board's trust includes the following responsibilities:

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (Article V of these Bylaws) and oversight (§7.01(f) of these Bylaws) of

the University President. The President reports only to the Board and it is the responsibility of the Board to ensure that the President is implementing the Board's formally adopted policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service. The University's Mission shall be reviewed every five years in conjunction with the development of the Strategic Plan, or more frequently if a significant activity or event necessitates further consideration.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process that results in the Board approving a Strategic Plan at least every five years. The President is responsible for leading the strategic planning process and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) University Budget and Financial Statements. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall work in conjunction with the President and his/her administration to receive budget related information in a meeting prior to approving the University's annual budget. The Board is responsible for oversight in submitting the annual financial statements to the Auditor of Public Accounts (Va. Code §23.1-1303 B.10), and reporting to SCHEV (the "Council") the required financial information contained in Va. Code §23.1-1303 B.11 by December 1 of each year.

(e) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the education offered by the University including, but not limited to, considering strategic planning, admission standards, graduation requirements, grading policies, use of technology in the classroom, and faculty structure, development, productivity, priorities, and incentives for outstanding teaching.

(f) Research Integrity. The Board is responsible for promoting and preserving excellence in basic and applied research. In accordance with Va. Code §23.1-1303 B.9 this also includes adopting regulations related to research involving human subjects along with submission of an annual report to the Governor, General Assembly, and University President if conducted.

(g) Student Success. The Board has a vested interest in student success and considers an array of factors related to student access. The Board is responsible for assuring the high quality of student life necessary to ensure that higher education achievement can take place in an environment conducive to a high level of learning, including the release of student records (Va. Code §23.1-1303 B.5) and posting a list of required textbooks (Va. Code §23.1-1308 B).

(h) Affiliated Foundations. The Board is responsible for assuring that priorities for fund raising, research, athletics, real estate acquisition and disposal, and other affiliated foundation activities are consistent with the University's mission, priorities, and goals. While the Board recognizes the independent governance of these private activities, the Board is responsible

for private resources contributed to the University for public purpose. Guidelines for the exercise of this responsibility are contained in the Board Policies and Procedures Manual and affiliation agreements.

(i) Audit Planning and Review. The Board is responsible for the selection of accountability measures, review of results, and determination of how effectively its policies have been implemented through the audit process, i.e., whether the University's allocation of resources is consistent with the Board's priorities and with the University's financial position.

(j) Fiscal Efficiency and Integrity. In its review and approval of the University's annual operating budget and the setting of tuition and fees, the Board is ultimately responsible for assuring fiscal efficiency and integrity; including preserving and protecting University assets.

(k) University Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the institutions accomplishments, sharing its vision for the future, relating the community to the campus and the campus to the community, maintaining constituent trust, and engaging the larger local, national and international community in partnerships to achieve University goals and objectives.

(l) Admissions. The Board is responsible for establishing regulations or institution policies for the acceptance and assistance of students (Va. Code §23.1-1303 B.2) and agreements with each associate-degree-granting public institution of higher education (Va. Code §§23.1-907 and 23.1-306).

(m) Financial Aid. The Board is responsible for assisting the Council in enforcing provisions related to eligibility for financial aid (Va. Code §23.1-1303 B.3).

(n) Additional Responsibilities. The Code of Virginia also requires the Board to submit to the General Assembly and the Governor an annual executive summary of its activities (Va. Code §23.1-1303 B.12), provide to the Council annual data related to expenditures (Va. Code §23.1-209), and make available to any interested party upon request the most recent report of the Uniform Crime Reporting Section of the Department of State Police pertaining to institutions of higher education (Va. Code §23.1-1303 B.13).

ARTICLE II
Members

§ 2.01 Composition – The Board of Visitors is composed of 17 members appointed by the Governor, of whom at least 14 shall be residents of the Commonwealth, at least four shall be physicians or other medical or health professionals with administrative or clinical experience in an academic medical center, and at least three shall be alumni of the University. The members are appointed to a four-year term and are eligible for appointment to a second four-year term. (Va. Code §23.1-2001 A). A Board member may be appointed by the Governor after having served two four-year terms if at least four years has passed since the end of the previous consecutive four-year term (Va. Code §23.1-1300 B).

§ 2.02. Resignation. Any member of the Board of Visitors may resign at any time by providing notice to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

§ 2.03. Removal. Pursuant to Va. Code §23.1-1300.E, if any member of the Board of Visitors fails to attend (i) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs sponsored by the State Council of Higher Education for Virginia, pursuant to Va. Code §23.1-1304, in the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes of its next meeting and notify the Governor, and the office of such member shall be vacated. If such situation arises, the Rector shall notify the Board member no less than ten days in advance that the Board will be discussing the Board member's non-attendance at Board meetings for one year without sufficient cause and/or the Board member's failure to participate in educational programs sponsored by SCHEV in the first two years of membership at an upcoming meeting without sufficient cause. The date, time and location of the meeting will be included in the notice as well as the Board member's right to attend to explain why there is sufficient cause for failing to attend. In addition, pursuant to Va. Code §2.2-108, notwithstanding any provision of law to the contrary, the Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the board of any public institution of higher education or other educational institution of Virginia, and fill the vacancy resulting from the removal. Each appointment to fill a vacancy shall be subject to confirmation by the General Assembly.

§ 2.04. Athletic Collectives. No member of the Board of Visitors shall serve on the board of directors of an external athletic collective created in accordance with applicable Name, Image, and Likeness laws, regulations, or policies to benefit the University's athletic program, teams, or student athletes.

§ 2.05. Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing after their terms expire, former members of the Board shall be designated Visitors Emeriti.

ARTICLE III
Meetings

§ 3.01. Regular Meetings. Regular meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Rector and the Board of Visitors. Regular meetings scheduled annually in excess of the four published regular meetings shall be announced to Board members, University staff, and the public at least 30 calendar days prior to the day the regular meeting is to be convened to assure maximum participation. The regular meeting during the month of June of each year shall be the annual meeting. Public notice for all open and closed meetings shall be provided in accordance with Va. Code §2.2-3707 C, which requires notice at least three working days in advance of the date scheduled for the meeting, except in cases of emergency.

§ 3.02. Special Meetings. Special meetings of the Board may be called by the Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting.

§ 3.03. Emergency Meetings. Emergency meetings are special meetings and may be called by giving reasonable notice to all members and the public whenever, in the judgment of the Rector in consultation with the President, there exists an emergency. A quorum of five voting members shall be sufficient to transact any business with respect to said emergency, except declarations of fiscal exigency. Declarations of fiscal exigency only must be made by an affirmative vote of at least 12 voting members.

§ 3.04. Special and Emergency Meeting Notice. For special meetings under normal, non-emergency circumstances, three days' notice shall be given of the date, time, place, and agenda of all non-electronic communication meetings, by the Secretary/Executive Secretary of the Board. Emergency meeting notice shall be provided, as reasonably timely as possible under the circumstances, and be given contemporaneously to the public with notice provided to Board members.

§ 3.05. Quorum. A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (Va. Code §23.1-2002).

§ 3.06. Order and Conduct of Business. The order and conduct of business at meetings, including voting procedures and the taking of meeting minutes, is set forth in Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures, unless modified at the discretion of the Rector.

§ 3.07. Conflict of Interests. Board members are subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as required (Va. Code §2.2-3114. B). University Counsel will review filings in accordance with these provisions. Board members must disclose any conflicts to University Counsel and recuse themselves from any meeting discussions on related topics and abstain from voting. An example includes, but is not limited to, a board member having an interest in any entity with which the University transacts business or is proposing to conduct business.

ARTICLE IV
Committees

§ 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of the elected officers of the Board and the chairs of each standing committee of the Board. Vacancies, other than Board officers who must be elected, may be filled at any time by appointment of the Rector.

(b) Quorum. A quorum of the Executive Committee shall consist of the majority of Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee for a specific meeting and count towards a quorum as directed by the Rector and confirmation by the Board. In the event a standing committee chair is also an elected officer, the vice chair of that particular standing committee shall

be a member of the executive committee to maintain the executive committee membership at ten members.

(c) Duties and Authority. The Executive Committee shall meet upon the call of the Rector in consultation with the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of the University between meetings of the Board. The full Board must be notified of all actions taken by the Executive Committee and all actions must be ratified by the Board at its next regular or a special meeting called for that purpose in emergency situations. All members of the Board who are not members of the Executive Committee shall be invited to attend Executive Committee meetings in a non-voting capacity. Meeting notices shall be provided as set forth in §§ 3.01 and 3.04 of these Bylaws.

§ 4.02. Health Sciences Center Board of Directors

(a) Composition. The composition of the Board of Directors shall be as set forth in Va. Code §23.1-2002 G.

(b) Quorum. A majority of voting members of the Board of Directors serving at any time shall constitute a quorum.

(c) Duties and Authority. In accordance with Virginia Code § 23.1-2002.G, the Board of Directors shall oversee the Eastern Virginia Health Sciences Center at the University (Health Sciences Center) and may exercise such decision-making authority over the Eastern Virginia Health Sciences Center at the University as it deems necessary or appropriate under the authority of and in accordance with these bylaws. The Board of Directors shall oversee financial management of the Health Sciences Center and recommend the operating and capital budgets; strategic plan; and master facility plan regarding the Health Sciences Center to the Board for final approval. The President shall consult with the Board of Directors on the hiring or termination of the Executive Vice President of Health Sciences, which requires the agreement of the Board of Directors. As part of its responsibilities, the following actions require the approval of two-thirds of the members of both the Board of Directors and the Board: (i) changes to the process for hiring or firing the Executive Vice President of Health Sciences; (ii) changes to the process for hiring and firing the Dean of the School of Medicine; (iii) major changes in the scope of the Health Science Center; (iv) any material health sciences affiliation or joint venture between the University and any hospital, health system, physician group, or medical school; (v) sale of all or substantially all assets, or divestiture of legacy assets of EVMS, the Health Sciences Center, or the EVMS Medical Group; and (vi) any change to the Health Sciences Center name, as either the legal or trade name, or any material change in the public use of this name.

(d) Chair and Vice Chair. The Board of Directors shall annually elect from its membership a Chair and Vice Chair.

(e) Reports to Board. The agenda for each regular Board meeting shall include a report from the Board of Directors, including actions taken and recommendations made for approval by the Board.

(f) Charter. The Board of Directors shall develop and implement a Charter that details its roles and responsibilities and includes a requirement for self-evaluation, which shall be presented to and approved by the Board.

§ 4.03. Standing Committees. In addition to the Executive Committee and the Board of Directors of the Health Sciences Center, the standing committees of the Board shall consist of the Academic and Research Advancement Committee, Administration and Finance Committee, Athletics Committee, Audit, Compliance and Human Resources Committee, Governance Committee, Student Enhancement and Engagement and Digital Learning Committee, and University Advancement and University Communications Committee. Except as otherwise set forth in the Code of Virginia or these bylaws, ~~T~~the chairs and members of the standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. The Rector should consider rotating board members through various committees and leadership positions to plan for board officer succession. All members may be reappointed from year to year. Board members shall typically serve on two or more standing committees. Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector. A quorum of each of the standing committees shall consist of three voting Visitors who are committee members. The Rector and Vice Rector are deemed committee members for all purposes, including a quorum. The agenda for each regular Board meeting shall include reports by committees to the Board. Unless otherwise specifically provided by the Board, decisions/ recommendations of standing committees (except decisions by the Academic and Research Advancement Committee on review of negative tenure decisions) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic and Research Advancement Committee. The Academic and Research Advancement Committee supports the Board's responsibility to advance and protect the academic quality of the education and research offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic and research initiatives, and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies, sanctions, and procedures. The Committee shall receive briefings on accreditation reports, as appropriate. The Academic and Research Advancement Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions and appeals of severe sanctions. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision in granting tenure or an appeal thereof is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) Administration and Finance Committee. The Administration and Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on matters pertaining to the purchase, lease, sale, construction, and maintenance of University-owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose.

(c) Athletics Committee. The Athletics Committee supports the Board's responsibilities for oversight of its Intercollegiate Athletics programs. The Committee shall review athletic policy and programs and make appropriate recommendations to the Board.

(d) Audit, Compliance, and Human Resources Committee. The Audit, Compliance, and Human Resources Committee helps the Board fulfill its financial oversight and compliance responsibilities. The Committee is responsible for (1) oversight of financial reporting

and financial statement matters and any critical accounting and reporting issues; (2) reviewing annually the audited financial statements with external auditors, determining that the administration has been open and has acted in good faith in connection with the audit; (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan; (4) reviewing matters of compliance related to the University's human capital infrastructure; and (5) oversight of the University compliance function. Members of the Audit, Compliance and Human Resources Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. Committee members should also have a basic knowledge of human resource management. The Committee may also receive reports from the Chief Audit Executive on matters of economy, efficiency and effectiveness of operations and internal controls and from the Vice President for Administration and Finance on matters of compliance.

(e) Governance Committee. The Governance Committee provides oversight of functions relating to board governance and conduct of business. The Committee serves as the Board's nominating committee and recommends the process for Board elections for Board approval, develops and implements the Board's annual planning retreat, the Board self-assessment process, and the formal review of the Board's Bylaws and policies and procedures. The Committee also develops a set of qualifications and competencies for members on the Board of Visitors (Board Policy 1103), as needed, and assists with recommended Board nominations to the Governor.

(f) Student Enhancement and Engagement and Digital Learning Committee. The Student Enhancement and Engagement and Digital Learning Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability, online education experience, and enrollment. The Committee is responsible for making recommendations to the Board on matters and policies pertaining to students and shall continuously assess and appraise the quality of student life. It shall review policies relating to student rights, responsibilities, conduct, and discipline. The Committee shall consider issues concerning student organizations and their funding, extracurricular activities (including intramural athletics), and matters related to student government and appropriate student participation in University governance by all types of students and on student recruitment and admissions criteria and policies.

(g) University Advancement and University Communications Committee. The University Advancement and University Communications Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to the University's fund raising, community relations, alumni activities, marketing and communications, and branding. The Committee recommends to the board the naming of anything associated with the University, including, but not limited to, academic colleges, buildings, building spaces or areas in recognition of benefactors in affiliation with University Advancement (Board Policy 1810).

(h) Additional Responsibilities. Each standing committee shall develop and implement a Charter that details its roles and responsibilities and includes a requirement for self-evaluation. Committee charters should be reviewed and updated as needed in light of changing external conditions, legal developments, and board practices. Charters shall be presented to and approved by the Board. The standing committees shall have such other duties and responsibilities as are assigned to them by the Board or by the Rector, subject to the Board's approval.

§ 4.0~~3~~4. Special Committees. Special or *ad hoc* committees may be created at any time either by action of the Board of Visitors, or by written direction of the Rector with the approval of the Board. Special committees shall consist of no fewer than three members appointed by the Rector who shall appoint the chair, and fill vacancies in consultation with the Chair. The Rector shall also have the power to change the membership of special committees at any time with the concurrence of the chair and the Board, unless it is the chair who is to be removed. In making initial or subsequent assignments of individuals to special committees, the Rector shall take volunteers into account. Special committees shall have a life specified by the Board at the time of constitution, shall be subject to annual reviews, and may be renewed for a specified period by action of the Board. At the time the special committee is created, its mission shall be specifically established and articulated either by action of the Board or by written direction of the Rector with approval of the Board. The resolution of the Board or the direction of the Rector shall specify the time the special committee is to make its report to the Board.

§ 4.0~~4~~5. Subcommittees. Committees may appoint subcommittees of not less than three voting Board members from within their memberships to consider such specific business as required, subject to Board approval of such subcommittee's creation.

§ 4.0~~5~~6. Appointment of Non-Board Advisors to Committees. Non-Board members cannot be appointed to Board of Visitors committees without the Board approving each individually named proposed member. The advisors who are approved for membership shall serve under the same conditions as Board members; however, they shall serve in a non-voting, advisory capacity.

§ 4.0~~6~~7. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 4.0~~7~~8. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority of the membership of the committee or subcommittee, may call meetings. Committee meetings shall be noticed in the same manner as Board meetings as set forth in § 3.01 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

ARTICLE V
Presidential Search

§ 5.01. Presidential Search Committee. As necessary, but not later than the first regular meeting of the Board after the President expresses to the Board his/her intent to step down or leave the University or departs under other circumstances (e.g., prolonged illness or death), the Governance Committee shall appoint a Presidential Search Committee and its chair. The Committee shall consist of five or more Board members, one of whom serves as chair, along with two alternates and may include no more than five non-Board members as non-voting members to that committee. The Committee, whose mission is to search for and select the best possible choices for a new president, shall meet at the same meeting at which it is created to elect its chair who must be a voting member, regardless of whether nonmember appointments have been made. All Committee meetings shall be held in conformity with the provisions of the Freedom of Information Act and its exceptions.

(a) University Needs. The Presidential Search Committee shall consult with the Rector, the President, other members of the Board of Visitors, the faculty, the alumni and students, and the community about the needs of the University. The Committee, as authorized by the Board when it is appointed, may secure the services of a search firm or consultant to assist in the search and selection. The Board may also immediately commission an institutional review by a reputable agency or consultant.

(b) Practices and Procedures. The Committee shall prepare a search budget and a range of compensation for the next president, both of which shall be approved by the Board early in the search process. The Board shall be kept informed of the Committee's progress and expenses incurred and anticipated at regular Board and Executive Committee meetings by the committee chair. The search committee shall consider external and internal candidates equally, based on the depth of their experience and the needs of the University. The Committee's duties shall be completed when it recommends the requisite number of candidates previously specified by the Board to the Board for consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

(c) Committee Vacancies. In the event a member of the Presidential Search Committee cannot serve, he/she shall resign from the Committee immediately. If the committee member who resigns is a Board member, the Rector shall promptly appoint an alternate as a replacement. If the committee member who resigns is a non-Board member, the Rector may appoint a non-board member replacement at his/her discretion. Should circumstances require additional alternates, they shall be appointed by the Rector.

§ 5.02 Unexpected Vacancy in the President's Position. In case of an unplanned vacancy in the position of the President, the Board shall expeditiously designate an Acting President to serve until a President shall be appointed by the Board and installed in the office. The Board shall hold an emergency meeting and proceed with the preceding provisions of this section of the Bylaws. The Presidential Selection Committee shall be tasked to select expeditiously the best possible choice for the Acting President following the procedures outlined in this section of the Bylaws. In the interim, the terms of University Policy 1010, "Absence of the President," shall determine who shall exercise executive authority for the University.

ARTICLE VI
Board Officers

§ 6.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be the Rector, Vice Rector, and Secretary. In accordance with Va. Code § 23.1-1300 J, The Rector or Vice Rector shall be a Virginia resident. Officers must have more than one year remaining in their terms of appointment or be eligible for reappointment. At the annual meeting in June of even numbered years, the Board shall elect its officers from its own body (Va. Code §23.1-2002.C). Newly elected officers shall take office on July 1 and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered. In the nomination and election of the Vice Rector, the Board should integrate the principles associated with succession planning into the process.

Additionally, the Rector will incorporate a development plan for the newly elected Vice Rector to prepare him or her for succession.

§ 6.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least nine voting members of the Board of Visitors.

§ 6.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

§ 6.04. Vacancies. Vacancies in any office shall be reported to the Board as soon as possible after notice is received. The vacancy shall be filled for the unexpired term by the Board of Visitors at the meeting during which the vacancy is first created or discovered by immediately authorizing the Governance Committee as outlined in §4.03 of these Bylaws to establish the process for electing an officer or officers at the current, or special, or next regular meeting to fill vacancies. The election shall require an affirmative vote of at least nine voting members of the Board. In the temporary absence of all three officers, the Board shall elect one of its voting members to preside.

§ 6.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules of Order Newly Revised*. The Rector is the liaison between the Board and the President who works for the entire Board. The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board and appoint all standing and *ad hoc* committee.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to be brought before meetings of the Board, act as the Board's spokesperson, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

§ 6.06. Vice Rector. The Vice Rector shall serve as *ex-officio* member of all standing committees of the Board and shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector.

§ 6.07. Secretary. The Secretary shall take or supervise the taking of minutes of the open meetings of the Board and the Executive Committee, have constructive custody of all books and records of the Board, supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting, have constructive custody of the Seal of the University and affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector and perform such other duties as are incident to the office or as may from time to time be assigned by the Board. When directed by the Board, the Secretary shall take the minutes of closed meetings and be responsible for the security of draft minutes and audio recordings of closed meetings. The Secretary shall be responsible for ensuring that all Board of Visitors' reports required by the Commonwealth are submitted in a timely manner by the Rector.

§ 6.08. Other Representatives of the Board. From time to time, the Rector may designate a member of the Board, who is not an officer, to represent the Board on special occasions or for special ceremonies. Any member so designated shall be limited in his/her actions on behalf of the Board by the express role delegated by the Rector for each occasion. The Rector only shall delegate his/her role as Board spokesperson for policy and other Board matters to other Board officers.

ARTICLE VII
University Administrative Officers

§ 7.01. The President. The President of the University is appointed by the Board of Visitors and serves at the pleasure of the Board and may be removed only by an affirmative vote of at least nine voting Board members. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The Board annually assesses the President's performance and establishes and reviews the President's compensation (Va. Code § 23.1-1303.B.8). The President shall submit to the Board, in writing, an annual report on the condition of the University.

(a) Responsibilities of the President include, but are not limited to:

(1) Providing leadership in the development of the University's mission and programs;

(2) Providing leadership for the governance of the University's faculty, all other University employees, and students;

(3) Balancing the University's revenues and expenditures, managing the University's funds and other resources, assuring the financial integrity of the University, and reporting the financial condition of the University to the Board, on a regular basis.

(4) Managing and personally participating in public and private fund-raising;

(5) Managing the University's facilities;

(6) Implementing the Policies and Procedures of the Board relating to university operations.

(7) Making recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;

(8) Making recommendations to the Board concerning the comprehensive fee to be charged to students and setting other fees including, but not limited to, fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction;

(9) Recommending to the Board a management structure for the University and the organization of the University's academic programs into colleges, schools, departments, divisions, and centers of instruction;

(10) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;

(11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;

(12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;

(13) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;

(14) Reviewing, accepting, modifying, or rejecting recommendations of the campus governance bodies, or causing such activities to be done, with respect to any matter concerning academic policy, programs, or procedures. To present to the Board all formal recommendations on such matters, ensuring that significant dissenting positions are reported. In turn, the President formally shall inform the faculty and other governance bodies of the Board's position in those areas where their interests and well-being are affected; and

(15) Performing such other specific responsibilities as are required by the Policies and Procedures of the Board or by the laws and regulations of the Commonwealth of Virginia.

(b) As the University's designated representative, the President is delegated the general authority to act on behalf of the University and the Board of Visitors, except in the selection

and contracting of a new president. The President or designee shall report to the Administration and Finance Committee, any budget changes of $250,000 or more.

(c) The authority of the President to act on behalf of the University and the Board includes, but is not limited to, the authority:

(1) To appoint and to reappoint all faculty and fix their salaries, subject to Board ratification;

(2) To approve promotions in rank of faculty and to designate faculty to the honors of eminent professor or university professor;

(3) To take final actions on behalf of the University in all other personnel matters concerning the University employees, except that the President shall not have the authority to make final decisions on faculty requests for Board review of negative tenure decisions or to make final decisions on severe faculty sanctions as set forth in the Board Policies and Procedures;

(4) To recommend to the Board for approval the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty of the appropriate college, school, or division, and the authority to confer such degrees and certificates.

(5) To approve the use of university facilities;

(6) To approve the use of the University's name and visual identification;

(7) To execute contracts, leases, and other legal instruments;

(8) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;

(9) To accept gifts;

(10) To write off uncollectible debts and to settle claims;

(11) To make final decisions on student disciplinary matters;

(12) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction; and

(13) To exercise such other authority as is provided by the Policies and Procedures of the Board or by the statutes and regulations of the Commonwealth of Virginia.

(d) The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, provided that the President shall be responsible to the Board for the actions of his/her designee.

(e) The authority of the President, as provided herein, shall be exercised in accordance with all applicable federal and state laws and regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(f) Evaluation of the President. The Board is responsible for oversight of the President's performance (§1.01.a. of these Bylaws). In accordance with Va. Code §23.1-1303.B.8, the Board shall meet with the President at least once annually in closed session pursuant to §2.2-3711.A.1 and deliver an evaluation of the President's performance. Any change to the President's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of the majority of the Board's members. Prior to such evaluation, the President shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. Objectives for each ensuing year shall also be presented at the annual meeting of the Board for approval.

§ 7.02. Vice Presidents and Deans

(a) Appointment. Vice Presidents and Deans of the University shall be appointed by the President and affirmed by the Board of Visitors.

(b) Powers and Duties. Vice Presidents shall be responsible to the President and report to the President or the President's designee. The Vice Presidents shall be responsible for the coordination, supervision and direction of those activities assigned by the President or the President's designee. The Provost and Vice President for Academic Affairs is responsible for maintaining and applying for academic accreditation and credentials on behalf of the institution. Deans, as chief administrative officers of their respective colleges, are responsible to the Provost and Vice President for Academic Affairs for the operation and development of their respective colleges.

§ 7.03. Other University Officers. The University shall have such administrative officers as are appointed by the President with the approval of the Board. Such other administrative officers shall have duties and responsibilities as assigned to them by the President and shall serve at the pleasure of the President.

ARTICLE VIII
Staff Personnel Supporting the Board

§ 8.01. Chief Audit Executive. The Chief Audit Executive (CAE) is appointed by the Board of Visitors and is the internal auditor for the University. The CAE is functionally accountable and reports to the Board but is a university employee reporting administratively to the President. The incumbent serves as an independent appraiser within the University for the review of University operations as a service to the Board and the President. The CAE shall report to the Board through the Audit and Compliance Committee, as directed by the Board, and shall perform such specific duties and responsibilities incident to the office as are assigned by the Board or the President. The Board shall delegate to the President or his designee the responsibility to hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position, based on recommendations of the Audit and Compliance Committee. The authorization of positions in the University Audit Department shall be reviewed and recommended to the Board for approval via the Audit and Compliance Committee.

(a) Removal. Any recommendation by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The CAE may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the CAE must be submitted to the President, the chair of the Audit and Compliance Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector shall authorize the Governance Committee to recommend a process to conduct an executive search to fill the vacancy. The search committee shall include two members of the Board, with at least one member from the Board's Audit & Compliance Committee. The President may be involved in the process and an external audit of the University Audit Department may be deemed necessary. Final approval of the position remains with the Board and requires the vote of at least nine voting members of the Board.

§ 8.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in Va. Code §2.2-507.

§ 8.03. Executive Secretary to the Board. The Executive Secretary to the Board is a university employee who shall be appointed by the President and serves at the pleasure of the Board. The Executive Secretary to the Board manages the Office of the Board of Visitors; provides staff support to the Board and its Secretary; maintains the Board of Visitors Manual and the official records of the Board; has actual custody of the Seal of the University and may affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President with approval of the Board Secretary; ensures that Board established policies and procedures are published on the Board's website; manages funds allocated to the Office of the Board of Visitors and submits the Board's budgetary needs as part of the University's annual budgeting process; issues notices of meetings of the Board, Executive Committee, and other special committees in advance of each meeting; and performs such other duties and responsibilities incident to the Office of the Board of Visitors as may be assigned by the Board and the President or his/her designee relating to the incumbent's other duties in the University, if any. The President shall annually evaluate this individual in accordance with university policy, and may dismiss the person serving in this

position, with the advice and counsel of the Board.

(a) Removal. Any decision by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The Executive Secretary to the Board may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the Executive Secretary to the Board must be submitted to the President and the Rector. Board members shall be notified immediately by the Rector or the President.

(c) Vacancy. When there is a vacancy in this position, the Rector shall request the President to fill the vacancy. The Board will be represented on the selection committee.

ARTICLE IX
Board Policies and Procedures

§ 9.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. The Board Policies and Procedures are part of the Board Manual that includes the Board's Bylaws and statutory obligations of Board members.

§ 9.02. Adoption. Board Policies and Procedures may be adopted, amended, modified, or repealed, in whole or in part, at any meeting of the Board by an affirmative vote of at least nine of the voting members of the Board provided that notice of the proposed change has been given at least 15 calendar days prior to the meeting. Board Policies and Procedures shall be posted to the Board of Visitors website and indexed so that Board members can find and use them expeditiously.

§ 9.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board unless a different date is established by the Board.

§ 9.04. Regular Review. Board Policies and Procedures shall be reviewed on at least a five-year cycle, as established by the Board's Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Governance Committee shall designate, as appropriate, the University administrator responsible for reviewing specific policies. The results of such review shall be shared with the full Board, and the date the policy was reviewed shall be noted on each policy, even if no revisions are recommended. University Counsel shall review all proposed new policies or revisions to existing policies and report to the Governance Committee prior to Board approval.

§ 9.05. Maintenance of Policies and Procedures. The Executive Secretary to the Board shall maintain all Policies and Procedures and ensure that all current policies and procedures are posted on the Board of Visitors' website.

ARTICLE X
Miscellaneous Provisions

§ 10.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by a two-thirds majority affirmative vote of all voting members present provided that no section shall be suspended unless at least nine members vote affirmatively therefore. Articles I and II of these Bylaws and other portions pertaining to the *Code of Virginia*, as referenced in the text, shall not be subject to suspension by the Board under any circumstances.

§ 10.02. Institutional Review. The Board may periodically commission an institutional review. This review may also serve as the evaluation of the president as set forth in §7.01(f) of these Bylaws to preclude unnecessary duplication.

§ 10.03. Board Evaluation. The Board should conduct a self-evaluation annually at a Board retreat. The Board should have a formal evaluation of its processes and procedures every three years, which could be conducted by an external evaluator at the discretion of the Governance Committee. This formal review should assess the performance of the Board, its committees, and its members to confirm that the Board is conducting its business with appropriate transparency and is adhering to the highest ethical standards in compliance with applicable open meeting and public records laws.

ARTICLE XI
Amendments and Procedural Irregularities

§ 11.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least two-thirds of the voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least 30 calendar days prior to the meeting.

§ 11.02. Legislative Amendments. In the event any portion of the legislation pertaining to Old Dominion University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control, and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President; however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Old Dominion University.

§ 11.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process. The Board or the Executive Committee must approve operating and capital requests by a majority vote. The Board shall review planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board or the Executive Committee prior to submission to appropriate state agencies.

§ 11.04. Ratification of *Ultra Vires* Act. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least nine voting members of the Board.

§ 11.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and

shall be effective as of the 9th day of December 2022. All former Bylaws of the Board of Visitors are hereby repealed.

NUMBER: 1220

TITLE: Standards for the Safe Use of Artificial Intelligence

APPROVED:

SCHEDULED REVIEW DATE:

A. PURPOSE

The purpose of this policy is to establish a culture of integrity that ensures the responsible, ethical, transparent use of artificial intelligence (AI) technology in public higher education by implementing comprehensive AI standards across the University ecosystem.

B. AUTHORITY

Virginia Code Section 23.1-1301, as amended, grants authority to the Board of Visitors to make rules and policies concerning the institution. Section 7.01(a)(6) of the Board of Visitors Bylaws grants authority to the President to implement the policies and procedures of the Board relating to university operations.

Executive Order Number Thirty (2024), Commonwealth of Virginia, Office of the Governor, Implementation of Standards for the Safe Use of Artificial Intelligence Across the Commonwealth

C. DEFINITIONS

Artificial Intelligence (AI): Refers to the simulation of human intelligence processes by machines, particularly computer systems. This encompasses various techniques such as machine learning, natural language processing, and computer vision, enabling systems to perform tasks that typically require human intelligence.

Ethical Use: Prioritizing moral considerations and principles in the deployment of AI, emphasizing fairness, accountability, and transparency in all AI applications.

Equity: Ensuring fairness and equal access to AI resources and opportunities for all individuals, regardless of background or demographics.

Learning Experience Enhancement: Leveraging AI technologies to personalize learning experiences, cater to diverse learner needs, and improve student outcomes.

Privacy Protection: Measures aimed at safeguarding the confidentiality and security of individuals' data, ensuring compliance with relevant state and federal regulations.

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Risk Mitigation: Strategies to identify, assess, and manage potential risks associated with AI technologies, including biases, discrimination, and data breaches.

D. SCOPE

This policy applies to all Old Dominion University employees, including staff, administrators, faculty, full- or part-time, and classified or non-classified persons paid by the University. It encompasses the use of artificial intelligence (AI) technologies across various University activities, emphasizing responsible and ethical practices. This scope extends to AI applications in research endeavors, educational initiatives, administrative functions, and all other areas where AI technologies may be employed within the University ecosystem.

E. POLICY STATEMENT

Old Dominion University is committed to the effective implementation of comprehensive artificial intelligence policy standards that support research, teaching, and administration while safeguarding state business applications, protecting individual data, and mitigating risk. These standards will:

1. Ensure Ethical Use: Prioritize ethical considerations and ethical use in AI deployment, in teaching, learning, research, and administration, promoting fairness, accountability, transparency and respect for human rights in all AI applications and AI related activities conducted within the University.

2. Foster Innovation: Encourage innovation and experimentation in AI integration to enhance teaching, learning, and research outcomes.

3. Protect Privacy: Safeguard the privacy and security of individuals' data by implementing robust data protection measures in compliance with state and federal regulations.

4. Mitigate Risks: Implement strategies to mitigate risks associated with AI technologies, including biases, discrimination, and data breaches.

5. Promote Equity: Ensure equitable access to AI resources and opportunities for all students, faculty, and staff, irrespective of background or demographics.

6. Enhance Learning Experiences: Leverage AI technologies to personalize learning experiences, cater to diverse learner needs, and improve student outcomes.

F. PROCEDURES

1. The responsible office, the Division of Digital Learning, shall establish a standardized and transparent approval process for the acquisition, development, and/or deployment of AI technologies. The approval process requires the thorough review and ratification of AI technology by designated authorities in consultation with Procurement Services,

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Information Technology Services, and other relevant University departments to ensure compliance with University AI policy.

2. Disclaimers and Transparency:

    a. All AI products or outcomes generated in educational settings must be accompanied by clear and comprehensive disclaimers that inform users about the limitations, assumptions, and potential biases of the AI system and clarify the roles and responsibilities of human users in interpreting and acting upon AI-generated information.

    b. Promote transparency in AI usage by providing stakeholders with access to information about AI applications and decision-making processes.

3. Mitigation of Third-Party Risks:

    a. Implement measures to assess and mitigate risks associated with third-party AI vendors, including vendor selection, data sharing agreements, contractual obligations, assessing vendor reliability, data security practices, adhering to ethical standards, by consulting with Procurement Services, and undergoing the University's software decision analysis process.

    b. Contracts with AI vendors should include provisions for data protection, privacy safeguards, in addition to clauses for non-compliance and dispute resolution by consulting with Procurement Services and following the software decision analysis process to ensure compliance.

    c. Conduct regular audits and assessments in collaboration with ITS to monitor the performance and security of third-party AI solutions.

4. Protection of Student and Employee Data:

    a. Implement robust data privacy and security measures to safeguard sensitive information collected or processed by AI systems.

    b. Ensure that AI systems comply with applicable laws and regulations governing the collection, storage, and use of student data, including the Family Educational Rights and Privacy Act (FERPA), the General Data Protection Regulation (GDPR), Health Insurance Portability and Accountability Act (HIPAA), and other relevant state and federal privacy laws.

5. Protection of Research Data:

    a. Strengthen provisions related to data privacy and security when using AI technologies, adhering to best practices for protecting sensitive information and obtaining informed consent for data collection and analysis.

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b. Implement measures to ensure that confidential, sensitive, and other protected data are not entered into any AI research tool without proper risk analysis. Protected data may include information protected by FERPA, HIPAA, confidential personnel records, intellectual property, Human and Animal Subject data, and other sensitive or confidential institutional research data.

c. Any use of AI tools in the research process using humans or animals should be disclosed in the Institutional Review Board (IRB) application and address potential ethical considerations.

6. Implementation: The implementation of AI Policy Standards within Old Dominion University will be supported by the following strategies:

   a. Training and Capacity Building**:** Provide training and professional development opportunities for faculty, staff, and administrators on AI ethics, best practices, and compliance requirements. Foster a culture of responsible AI usage through awareness campaigns, workshops, and educational resources.

   b. Collaboration and Partnerships**:** Forge partnerships with industry stakeholders, government agencies, and academic institutions to exchange knowledge, share best practices, and stay abreast of emerging trends in AI technology and policy. Establish interdisciplinary AI research projects to facilitate collaboration among researchers from diverse fields.

   c. Monitoring and Evaluation: Establish mechanisms for ongoing monitoring, evaluation, and review of AI initiatives to ensure alignment with AI Policy Standards and educational objectives. Solicit feedback from stakeholders and incorporate lessons learned into future AI projects and policies.

7. Community Engagement**:** Engage students, faculty, staff, and the broader community in discussions and forums on AI ethics, privacy, and societal implications. Foster dialogue and collaboration with local stakeholders to address community concerns and priorities related to AI integration.

8. The specific standards to be utilized for compliance with this policy are published on the Information Technology Services Computing Policies and Standards website. Additional guidelines are available on the University Web and Digital Communication website.

G. REGULAR POLICY REVIEWS

The Division shall conduct annual reviews of this policy to ensure its alignment with evolving regulations and best practices. These reviews shall involve consultation with experts, and other relevant stakeholders.

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H. RECORDS RETENTION

Applicable records must be retained and then destroyed in accordance with the Commonwealth's Records Retention Schedules.

I. RESPONSIBLE OFFICER

Vice President for Digital Learning

J. RELATED INFORMATION

University Policy 3505 - Information Technology Security Policy
University Policy 3506 - Electronic Communication Policy for Official University Business
University Policy 3507 - Information Technology Accessibility Policy
University Policy 3508 - Information Technology Project Management
University Policy 3509 - Software Decision Analysis Policy
University Policy 4100 - Student Record Policy
University Policy 5350 - Research and Scholarly Digital Data Management Policy

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Commonwealth of Virginia
Office of the Governor

Executive Order

NUMBER THIRTY (2024)

IMPLEMENTATION OF STANDARDS FOR THE SAFE USE OF ARTIFICIAL INTELLIGENCE ACROSS THE COMMONWEALTH

By virtue of the authority vested in me as Governor, I hereby issue this Executive Order to promulgate important safety standards to ensure the responsible, ethical, and transparent use of artificial intelligence technology by state government in order to protect the rights of Virginians, to provide best-in-class state government services, and to ensure that our students are well prepared for this technology.

Importance of the Initiative

Artificial Intelligence (AI) products are already deployed across a number of state government agencies. As the availability of AI products continue to increase, it is vital that we recognize both the usefulness of the technology and the necessity to place guardrails on its use in order to protect Virginians against potential misuse. AI technology has the capability to enhance the delivery of essential services to all Virginians, but the integration of this tool into the life of Virginians must be done through a continuously discerning and responsive approach that guarantees the protection of the privacy, security, and confidentiality of all Virginians' personally identifiable information.

It is important to implement both policy and information technology standards that safeguard the state's business applications while simultaneously protecting the individual data of all Virginians. We can take full advantage of the benefits of AI, but we must also mitigate the risks with this evolving technology.

AI's application in the educational ecosystem cannot be a substitute for teacher-facilitated instruction and learning experiences; however, it can be an important tool to transform, support, and complement tailored and effective educational experiences. Virginia's colleges and universities lead the nation in technology research and development, and the most critical national security and military intelligence institutions in the United States are headquartered in Virginia. These unique factors provide Virginia with a responsibility to spearhead a policy environment that builds trust, safety, and security in the development and

deployment of AI technologies as well as the opportunity to assemble experts in the field to provide ongoing advice and assistance in the employment of AI products.

Preamble

In order to implement the guardrails for the use of AI technologies across state government, I am directing the Virginia Information Technologies Agency (VITA) to publish the AI Policy Standards and AI Information Technology Standards and to make them available to all Executive Branch Agencies and the general public. I direct all Executive Branch Agencies to follow the approval processes and procedures as defined in those standards. I direct the Department of Education and State Council of Higher Education for Virginia, in consultation with the Virginia Community College System, to develop and issue the tools, instructional resources, and support as needed under the Education Guidelines to provide the necessary assistance around the considerations, implementation, and use of AI at all levels of education. Furthermore, the Secretary of Public Safety and Homeland Security, in conjunction with the Office of the Attorney General, is directed to develop standards for the appropriate use of AI applicable to all Executive Branch law enforcement agencies and enforcement personnel.

Directive

Accordingly, pursuant to the authority vested in me as the Chief Executive Officer of the Commonwealth, and pursuant to Article V of the Constitution of Virginia and the laws of the Commonwealth, I hereby direct all relevant Secretariats to take the following actions:

I. Policy Standards

The AI Policy Standards enacted under this Executive Order set out guiding principles for the ethical use of AI, general parameters to determine the business case for AI, a mandatory approval process for all AI capabilities, a set of mandatory disclaimers to accompany any products or outcomes generated by AI, methods to mitigate third-party risks, and measures to ensure that the data of private citizens are protected. VITA shall publish these policy standards and all Executive Branch Agencies shall follow them. AI Policy Standards

II. Information Technology Standards

The AI Information Technology standards enacted under this Executive Order provide the protocols and requirements for Commonwealth agencies and suppliers to follow if they employ AI products or technologies. These standards apply to both existing and new uses of AI; stand-alone AI embedded in commercial or government systems or applications, and generative AI within other systems or applications; AI developed either by the agency or by third parties on behalf of agencies for the fulfilment of specific agency missions, including relevant data inputs used to train AI and outputs used in support of decision making; and agencies' procurement of AI applications. VITA shall publish these technology standards and all Executive Branch Agencies shall follow them. AI IT Standards

III. Education Guidelines

The AI Education Guidelines enacted under this Executive Order recognize the dual nature—both the opportunities and risks—of this developing technology in education. K-12 schools and postsecondary institutions must embrace innovation, experimentation, and new educational opportunities for students as well as ensure appropriate guardrails and necessary constraints exist to safeguard individual data privacy and mitigate discriminatory outcomes. Governing boards and system leaders at every education level require flexibility to offer different pathways for their institutions and schools based on their readiness and willingness to integrate this technology, while also prioritizing training for students, educators, and faculty to ensure the responsible and ethical use of AI technology. The Guidelines are also meant to support education institutions to foster learning environments that prepare all students with the knowledge, competencies, and skills for successful careers that utilize AI technology.

The AI Education Guidelines applies to both K-12 and postsecondary institutions AI Education Guidelines

IV. Law Enforcement Considerations

Within nine months of the effective date of this Executive Order the Secretary of Public Safety and Homeland Security in conjunction with the Office of the Attorney General shall develop standards for the employment of AI technologies applicable to all executive branch law enforcement agencies and personnel. In addition, the Secretary of Public Safety and Homeland Security shall provide model standards upon request to local law enforcement jurisdictions to assist them in the use of AI for law enforcement purposes.

The Secretary of Public Safety and Homeland Security, in conjunction with the Secretary of Health and Human Resources, shall examine whether sufficient safeguards currently exist to protect children from online predators using AI technology.

V. Establishment of an Artificial Intelligence Task Force

The Director of the Office of Regulatory Management in conjunction with the Secretary of Administration, shall convene an Artificial Intelligence Task Force to provide ongoing recommendations on the implementation of the above standards and Education Guidelines as well as provide recommendations on the implementation of any AI pilots conducted by executive branch agencies. These recommendations shall be provided by the task force on a biannual basis.

VI. Definition

For purposes of this Executive Order the term "Executive Branch Agency," means any agency, institution, department, board, bureau, commission, council, public institution of higher education, or other instrumentality of state government in the Executive Department as listed in the Appropriations Act.

Effective Date of the Executive Order

This Executive Order shall be effective upon signing and shall remain in full force and effect unless amended or rescinded by further executive order or directive. Given under my hand and under the Seal of the Commonwealth of Virginia this 18th day of January 2024.

Glenn Youngkin, Governor

Attest:

Kelly Gee, Secretary of the Commonwealth

GUIDELINES FOR AI INTEGRATION THROUGHOUT EDUCATION IN THE COMMONWEALTH OF VIRGINIA

Artificial intelligence (AI) brings tremendous potential to transform education at all levels. By enabling more efficient, universal, and deeper learning, AI can unlock new realms of knowledge that were previously unimaginable. This emerging technology promises to catalyze business innovation and economic growth for the Commonwealth.

However, AI also poses risks that must be carefully managed. As we integrate these powerful tools into our schools and workplaces, we must urgently equip students and workers with the skills, knowledge, and competencies to harness AI responsibly and effectively. Our education system must adapt to prepare a workforce that can leverage AI to its full potential while safeguarding against its risks.

While AI tools can analyze information and enhance certain aspects of learning with unmatched efficiency, we must remember that education is ultimately a human endeavor. The true art of teaching involves wisdom, judgment and interpersonal skills that machines cannot replicate. As such, AI should never fully replace teachers, who nurture students' critical thinking, values and character development.

Virginia is well-positioned for this new era. The most critical national security and military intelligence institutions in the United States are headquartered in Virginia and the Commonwealth's colleges and universities lead the nation in technology research and development. These unique factors provide Virginia with a responsibility to spearhead a policy environment that strengthens trust, safety, and security in the development and deployment of AI technologies and the opportunity to assemble experts from the workplace and education to provide ongoing guidance and assistance in the responsible and effective implementation of AI in our education, training, and workplace learning.

Guidelines to Support the Responsible & Effective Implementation of AI Across Education in Virginia

These ***Guidelines for AI Integration through Education*** are comprised of the following three key components:

1) **Guiding Principles**
2) **Strategies for Success**
3) **Roles and Responsibilities**

1. Guiding Principles for the Use of AI in Education

- **Do no harm:** All integration of AI in education must be in accordance with the policy and IT standards that are set forth in the Executive Order and in other state and federal policies. This includes ensuring the safeguarding of the privacy, security, and confidentiality of personally identifiable information, ensuring that algorithms are not based on inherent biases that lead to discriminatory outcomes, and that AI is only allowed when its use has the potential to contribute positive good/improvement to the status quo.

- **Prioritize integrity:** A core purpose of education is the development of responsible, ethical, and engaged citizens. Therefore, part of the integration of AI in education must be to teach about morality, ethics, honor, cheating, and how artificial intelligence can lead to perverse and destructive outcomes for individuals, relationships, and communities.
- **Augment, not replace humans:** AI cannot and should not ever replace human judgement. Although synthesis and analysis of information can be expedited through AI, it will never replace teachers who provide wisdom, context, feedback, empathy, nurturing and humanity in ways that a machine cannot. It also should not overpower/over-ride the critical thinking, judgement, and morality of the learner.
- **Harness AI to empower student success:** AI presents transformative opportunities to enrich instruction and enable more adaptive, personalized learning. To fully leverage these benefits, we must embrace an outlook of innovation and experimentation, while ensuring access for all learners. Rather than just digitizing traditional practices, we can reimagine education to nurture each student's unlimited potential with the assistive power of AI. Our vision should focus on possibility - AI as a gateway to expand human capacity - not conformity to conventions of the past.
- **Work in partnership:** AI researchers and experts in Virginia colleges and universities and employers are key partners and guides around building the skills and knowledge required to be successful in the new economy. This includes how to think about evolving AI systems and the practices needed to use them responsibly.
- **Be constantly discerning and responsive to the continuous expansion of AI capabilities and uses:** This is not a one-and-done. The guidelines, best practices, and tools available will constantly need to be revisited to keep pace with the changes brought by the exponential growth of AI and technology advancements in our world. Nimbleness and urgency, balanced with careful considerations, will be critical to ensuring we are as prepared for the continuous change ahead in education.

2. Strategies for Successful Integration of AI in Education

At every level of education—from governing boards to individual classrooms—these strategies can improve the effective integration of AI into education.

Encourage Exploration — To have informed discussions about integrating AI, educators first need hands-on experience to understand these technologies' capabilities and limitations. School leaders should actively facilitate opportunities for teacher teams to directly explore various AI tools. Through guided firsthand usage, educators can discover potential applications to enrich instruction, as well as critical risks and challenges to consider. Rather than rely on rumors or superficial perceptions, we must empower teachers with deeper practical knowledge. By allocating time and resources for structured experimentation, schools can tap into educators' insights to uncover creative use cases while proactively addressing ethical concerns. This ground-up understanding, straight from classroom trenches, will produce more thoughtful and responsible approaches to adopting AI.

1. *Provide Professional Development* — As with any new tool or strategy, educators need professional development from experts in order to feel comfortable using it. Offering workshops or professional development courses, micro-credentials, or micro-badges on AI as well as meaningful follow-up implementation and application activities ,discussions and opportunities to

collaborate with colleagues and experts who can help teachers understand and experience its capabilities and limitations. can help teachers understand and experience its capabilities and limitations.

2. *Spotlight Success* — Spotlight interesting examples of AI that are already being used in schools. Ensure educators have meaningful outlets to share what they are trying and whether it is working or not. Encourage teachers to collaborate in their exploration of AI to learn from each other's experiences and builds a supportive community for this new educational environment.
3. *Host Stakeholder Conversations* — Host regular conversations with business leaders, educators, governing members, leaders, and families about AI and how schools are preparing or will be preparing students with the skills to thrive in an AI-infused world. Topics could include, but not limited to, fostering ethical AI use and digital citizenship collaboration and interdisciplinary learning, and integration of AI in the curriculum.
4. *Set The Right Conditions* — When it comes to using AI or any other technologies in school, it is important to establish conditions for effective use. Clearly outline the school or system's policies and protocols around data privacy, honor code, student code of conduct, acceptable use, and ethical considerations when using AI, including those related to plagiarism and proper use of secondary sources. Teachers should know what is expected of them and the boundaries within which they should operate. These conditions might include using technology to support teaching and learning.[1]

3. Roles & Responsibilities

Education stakeholders must understand and embrace their roles and responsibilities in an effort to integrate AI into our education institutions. This is an initial list of those roles and responsibilities which will continue to be refined by the Advisory Group.

- *State Education Agencies* – Virginia Department of Education (VDOE) and State Council of Higher Education for Virginia (SCHEV) (including Virginia Community College System)
- *Governing Boards/Leadership* – 131 K-12 school division boards of education and division leaderships and the boards of visitors/presidents/leadership teams at every public college and university
- *Higher Education Programs and Faculty/School & Classroom Leaders*
- *AI/Technology Directors*

Specific Roles of State Agencies: VDOE and SCHEV shall meet monthly with the SOE team to identify implementation hurdles, best practices, and areas of support needed from the field by the agencies to support implementation, accelerate what's working well, and improve oversight of AI in education in the Commonwealth.

A. Each agency shall on an ongoing basis:

[1] This list is adapted from the following report: https://www.naesp.org/resource/5-strategies-for-success-in-bringing-ai-to-schools/

a. Create advisory resources, including policy and protocols best practices, for generative AI[2] that are continuously updated and modified.
b. Create processes for tiers and rules at which approval is given for use of AI tools.
c. Develop stakeholder training toolkits and workshops for governing bodies, educators, families, and students on AI, its capabilities, and its limitations.
d. Spotlight success stories where AI is being used well in schools or higher education institutions. Serve as a resource bank of what is working and provide a supportive learning community for interested educators or leaders.
e. Host conversations with educators, institution leaders, and governing board members on how schools can best prepare students with the skills to thrive in an AI-infused world on topics such as fostering ethical AI use and digital citizenship; integration of AI in the curriculum; or establishing policy conditions for effective use.
f. Modify agency staffing structure to better provide expertise to the field, including on what AI tools are most applicable and encouraged to be used for K-12 or higher education institutions.

B. These agencies in partnership with the Virginia Community College System shall work in collaboration to design micro-badging and micro-credential training opportunities for the field to stay abreast of the latest AI technologies, ethics, and best governance leadership skills.
C. Ongoing Roles and Responsibilities:
    a. Capacity building/training at every agency and throughout the sector to the classroom level.
    b. Safeguarding privacy, security, and confidentiality of data.
    c. Strengthening governance of AI through supporting capacity building and technical assistance to the boards of visitors or school division governing boards.

Specific roles of Governing Boards/Leadership and Educators: Education happens at the local level. The role of informed and engaged governing bodies, active leaders and informed and empowered faculty and staff at the institution or school/division level will determine how well AI is integrated and sued in education in Virginia. The following roles and responsibilities will help ensure the local implementation is constantly monitored, actively managed, and continuously adjusted to address the ongoing changes AI will bring to education. These are the critical but not comprehensive roles and responsibilities at the point of education delivery:

1. Establish a culture of integrity
    - Define what this culture looks like (State Agencies and Governing Boards)
    - Build a culture of integrity by discussing the honor code often with students and parents, implementing an honor code system with real consequences (Faculty/Staff)
2. Follow an Acceptable Use Policy inside and outside the classroom
    - Codify Acceptable Use Policy (State Agencies/Governing Boards)
    - Review and discuss the Acceptable Use Policy with students and parents (Faculty/Staff)
    - Implement and hold learning community accountable for living up to Acceptable Use Policy (Faculty/Staff)
3. Design assignments and assessments that encourage critical thinking and original thought and human judgement (Faculty/Staff)

[2] Similar to Oregon's Developing Policy and Protocols for the use of Generative AI in K-12 Classrooms resource or Generative Artificial Intelligence (AI) in K-12 Classrooms resource for K-12 and Higher Education.

4. Create opportunities for collaboration and peer review (Faculty/Staff)
5. Integrate digital citizenship with the following Standards of Learning strands (VDOE, Governing Boards, and Faculty/Staff)
    - Computer Science: The Impacts of Computing
    - Digital Learning Integration: Digital Citizen
    - English: Communication and Multimodal Literacies, Research
    - Fine Arts: Innovation in the Arts, History, Culture, and Citizenship
    - Health: Safety/Injury Prevention
    - Mathematics: Computation
    - Science: Scientific and Engineering Practices: Obtaining, evaluating, and communicating information
    - Social Studies and History: Skills
    - World Language: Interacting in School and Global Communities
6. Clarify expectations for use of AI in assignments (Governing Boards)
7. Communicate clearly and specifically when and how students can utilize Generative Artificial Intelligence in assignments (Faculty/Staff)

Board Officer Elections Process
April 18, 2024

- **Board approval of proposed process required (Bylaws §4.02.e)**
- **Following April 19 BOV meeting, Chair sends email to Board members soliciting nominations for Board Officers and noting those who are eligible for consideration**
- **Nominations due to Chair April 26**
- **Governance Committee meets on May 1 to discuss nominations and agrees on slate of officers to present to the Board for approval on June 15**
    - **Proposed slate will be provided at the same time June meeting materials are distributed via OnBoard**
    - **Proposed slate will be presented and nominations accepted from the floor at June 15 meeting**
    - **Election of each officer will be done separately**
    - **New officers take office on July 1**

Overview - 2024 Board of Visitors Self-Assessment Survey 17 of 17 Submittted - 6 Categories - 54 Questions Overall Score 4.52/5	
Knowledge of Old Dominion University	4.18
Fiduciary Responsibilities	4.61
Board Experience and Service	4.61
Committee Meetings	4.59
Board Performance	4.58
General Comments	

Knowledge of Old Dominion Univesity - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=17 4.18/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I have a clear understanding of ODU's Mission and Srategic Plan **(4.88)**	15	88.2%	2	11.8%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(2) I am well informed about ODU's educational programs and academic quality **(4.47)**	9	52.9%	7	41.2%	1	5.9%	0	0.0%	0	0.0%	17	100.0%
(3) I understand the needs, concerns, and perspectives of our students **(3.94)**	4	23.5%	8	47.1%	5	29.4%	0	0.0%	0	0.0%	17	100.0%
(4) I understand the needs, concerns, and perspectives of our alumni **(3.82)**	4	23.5%	7	41.2%	5	29.4%	1	5.9%	0	0.0%	17	100.0%
(5) I understand the needs, concerns, and perspectives of our faculty **(3.58)**	2	11.8%	7	41.2%	7	41.2%	1	5.9%	0	0.0%	17	100.0%
(6) I understand the needs, concerns, and perspectives of our Cabinet **(4.29)**	6	35.3%	10	58.8%	1	5.9%	0	0.0%	0	0.0%	17	100.0%
(7) I follow trends and developments in higher education and in our community that may affect ODU **(4.29)**	7	41.2%	8	47.1%	2	11.8%	0	0.0%	0	0.0%	17	100.0%

Question(s):

(1) Please provide comments or suggestions related to your knowledge of ODU

Responses: 8	The BoV has made tremendous progress with the EVMS partnership! Truly remarkable!
	The President and his staff do a great job of having presentations from various ODU communities to include faculty, staff, students and others.
	President does an outstanding job keeping the board members informed.
	Don't feel like I get "briefed" enough between meetings; think we need more information than news clips.
	Overall, I have been fortunate to be associated with ODU since I accomplished the challenge from then President Jim Koch of raising the $100,000.00 amount to the Fil-Am Tidewater Community for the establishment of the ODU Student Center in 1997. Since then I have served on the ODU Education Board of Trustees for 10 years and the ODU Research Foundation for nine years.
	I feel we are well on our way towards accomplishing the Goals set by the Board.
	Until I became a board member I was not informed as well as I thought. My time on the board has expanded my knowledge of ODU.
	Now that we are merging EVMS it will be important to understand our economic impact to the community as a combined entity. Faculty engagement and needs is an ever-changing task. Understand the future of our Faculty and the changes that may occur would be interesting to discuss within the board meetings.

Fiduciary Responsibilities - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=17 4.61/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I have been informed of my responsibilities and expectations related to Board service **(4.88)**	15	88.2%	2	11.8%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(2) I am aware of ODU's Bylaws and Board-level policies and procedures **(4.88)**	15	88.2%	2	11.8%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(3) I am sufficiently informed about ODU's budget proposal prior to being asked to approve the budget **(4.65)**	12	70.6%	4	23.5%	1	5.9%	0	0.0%	0	0.0%	17	100.0%
(4) I am sufficiently informed about the University's financial position (budget, financial statement) **(4.71)**	14	82.4%	1	5.9%	2	11.8%	0	0.0%	0	0.0%	17	100.0%
(5) I am aware of ODU's infrastructure needs, e.g., facilities, technology, human resources **(4.24)**	7	41.2%	7	41.2%	3	17.6%	0	0.0%	0	0.0%	17	100.0%
(6) I understand the Board's responsibility for overseeing risk **(4.41)**	8	47.1%	8	47.1%	1	5.9%	0	0.0%	0	0.0%	17	100.0%
(7) I am provided with information that assists me in making informed decisions **(4.47)**	10	58.8%	5	29.4%	2	11.8%	0	0.0%	0	0.0%	17	100.0%

Question(s):

(1) Please provide comments or suggestions related to your fiduciary responsibilities

Responses: 4	As a board member I believe that we are well informed of the financial aspects of ODU.
	I look to be more informed in attending all meeting in the future.
	I have a high level of respect for the team of financial professionals that serve ODU. President Hemphill has assembled a great staff that provides to BOV with all that we need to meet our fiduciary responsibility to the Commonwealth.
	I feel I am well informed on all financial aspects of our business. Chad and his team are approachable and will provide good and bad news when needed This transparency makes for a great team.

Board Experience and Service - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=17 4.61/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I am fulfilling my responsibilities as a Board member **(4.59)**	10	58.8%	7	41.2%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(2) I come prepared to Board meetings, having read the supporting materials in advance **(4.71)**	12	70.6%	5	29.4%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(3) I consistingly participate in discussions during regularly scheduled Board meetings **(4.53)**	9	52.9%	8	47.1%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(4) I consistently participate in discussions during all my regularly scheduled specific committee meeting **(4.47)**	9	52.9%	7	41.2%	1	5.9%	0	0.0%	0	0.0%	17	100.0%
(5) I feel that the Board engages in robust discussions when exploring ideas or solutions **(4.41**)	9	52.9%	6	35.3%	2	11.8%	0	0.0%	0	0.0%	17	100.0%
(6) I have attended other functions and/or otherwise partcipated in ODU activities and events **(4.29)**	8	47.1%	7	41.2%	1	5.9%	1	5.9%	0	0.0%	17	100.0%
(7) I feel that the current demands on my time from the Board and ODU are appropriate **(4.47)**	8	47.1%	9	52.9%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(8) I have good rapport with my fellow Board members **(4.82)**	14	82.4%	3	17.6%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(9) I am comfortable expressing my opinions during Board meetings **(4.82)**	14	82.4%	3	17.6%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(10) I feel that Board leadership is approachable and available **(4.94)**	16	94.1%	1	5.9%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(11) I am comfortable providing the President with counsel and support **(4.88)**	15	88.2%	2	11.8%	0	0.0%	0	0.0%	0	0.0%	17	100.0%

(12) I feel that my interests, skills, and background are utilized effectively as a Board member **(4.41)**	9	52.9%	6	35.3%	2	11.8%	0	0.0%	0	0.0%	17	100.0%

Question(s):

(1) Please provide comments or suggestions related to your Board experience and service

Responses: 5	Being on the board has been time well spent for me. I've enjoyed shaping alongside other BoV members with different backgrounds and mindset.
	It has been interesting.
	Being selected to serve has been an experience that I am extremely proud of and hope that my contribution as a board member will benefit the university.
	I feel we often do not have the time to have in-depth strategic discussions outside of our retreats.
	As our Board gets more experience I have seen more engagement. We may want to consider a once a year statement of responsibilities of board members like, a cheat sheet review, nothing long winded.

Committee Meetings - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=17 4.59/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I consider Committee meetings to be well organized (e.g., agenda, materials, presentations) **(4.59)**	10	58.8%	7	41.2%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(2) I consider Committee meetings to be run effectively (well-managed by chair and management staff) **(4.65)**	11	64.7%	6	35.3%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(3) I feel that the Board focuses on strategic issues over operational and administrative matters **(4.53)**	11	64.7%	4	23.5%	2	11.8%	0	0.0%	0	0.0%	17	100.0%
(4) I feel that Committee time is generally well spent **(4.59)**	12	70.6%	3	17.6%	2	11.8%	0	0.0%	0	0.0%	17	100.0%

Question(s):

(1) What could be done to make a particular committee more effective? Please specify the committee's names(s)

Responses: 5	I think continuous review and assessment of all committee agenda's should be on-going and revised annually.
	Committee meetings should be a glimpse into the good, the bad & the ugly of an area. It seems to much time is spent on painting a "perfect picture" . Also, committee reports should be shorter in the full board meeting rather than lengthy descriptions of every detail discussed. It seems that generally committees should meet & make decisions, synthesize their work/discussion and then present that to the board.
	I'm not sure I would change anything. By adding a committee last year I believe we are as efficient as we can be.
	I believe we can do more to understand what's on the minds of students, faculty, staff and alumni and then discuss in committees how to address identified needs.
	I can't think of anything that could make the presentations better.

(2) Has the two-day board meeting model implemented this past year improved the performance of the committees, and if so, how?

Responses: 13	The two day meetings make the committee meetings feel less rushed.
	Yes. The two day model allows for board members to attend committee meetings whether they are a member of the committee or not and this enables board members to be better informed.
	Yes time well spent.
	This model seems to work for those of us who live close by.
	Yes. The 2 day board meeting gives us the time we need to spend on the important issues we face as a board.
	Yes. Provides board members the opportunity to attend every committee meeting if they wish to know more.Also provides more time on Friday to dive deeper on strategic issues as we have done ref the ODU/EVMS merger.
	As I attend the various meeting's I am impressed how informative the presentations are. I leave each time with a much better understanding of the topics presented.
	Yes
	It is all that I have experienced
	The two day meeting structure is working well, however I am disappointed that some members only attend their assigned committees.

	I think the 2 day board meetings have created more board members involvement and cross pollenation, where board members may not sit in on other meeting in the past.
	Yes. Good to split up all the committee meetings. It makes for a more condensed 2 days.
	not really
(3) Are there any other suggestions or comments about specific committee performance that you would like to provide?	
Responses: 3	As a commitee chair I receive great staff assistance from the Board staff secretary Donna Meeks.
	Every presentation is always informative and I look forward to each presentation.
	Have no change suggestions

Board Performance - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=17 4.58/5.00	N	%	N	%	N	%	N	%	N	%		
(1) The Board serves as a sounding board and thought partner to the President **(4.59)**	12	70.6%	3	17.6%	2	11.8%	0	0.0%	0	0.0%	17	100.0%
(2) The Board understands the institution's business model and ensures its adequacy for the future **(4.71)**	12	70.6%	5	29.4%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(3) The Board ensures that the administration involves the Board on high-profile issues that present significant risk to the institution **(4.71)**	13	76.5%	3	17.6%	1	5.9%	0	0.0%	0	0.0%	17	100.0%
(4) The Board establishes appropriate committees to accomplish the Board's goals **(4.76)**	13	76.5%	4	23.5%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(5) The Board promotes trust among Board members through a culture based on openness and respect **(4.76)**	13	76.5%	4	23.5%	0	0.0%	0	0.0%	0	0.0%	17	100.0%
(6) The Board focuses its time on issues of greatest consequence to the institution **(4.35)**	8	47.1%	7	41.2%	2	11.8%	0	0.0%	0	0.0%	17	100.0%
(7) The Board has sufficient opportunities for overall development **(4.18)**	6	35.3%	8	47.1%	3	17.6%	0	0.0%	0	0.0%	17	100.0%

Question(s):	
(1) Has the two-day board meeting model implemented this past year improved the performance of the Board, and if so, how?	
Responses: 10	If all board members attended more committee meetings, beyond their own, it would make our performance better.
	Yes wealth of knowledge shared.
	Yes, better understanding of what's going on all over the university and with the merger
	Just about right.
	Yes
	Yes. It gives Board members time to get to know each other more.
	I believe the two day meetings have improved each board members awareness of the operation of the university. Over the two days board members are presented with many aspects of the operation of the university that one normally does not see. If meeting were only one day meetings board members would not be as informed as they should be of their duties as a board member.
	The two day meeting structure is working well, however I am disappointed that some members only attend their assigned committees.
	I believe the performance has been improved based on the fact everyone is focused all at the same time. We are all in the same palace at the same time.
	I do not think it has I recognize the attempt, but it is not efficient use of time...
(2) Please provide comments or suggestions related to Board Performance.	
Responses: 6	No additional comments
	I believe the Board works as a well developed team alongside the President and his staff.
	Keeping do what the board is doing
	I think the board does a very good job listening to the president
	I agree with the Rector's comment a few meetings ago where he asked all board members especially new members to attend all committee meetings so they are informed in the various functions within the university. Attending just the committee meeting that one is assigned to will not inform a board member of everything they need to understand about the university to become an effective board member.
	We may want to open up a post board meeting suggestion box on the OnBoard platform. It could possibly improve our engagement with the board. After each board meeting board members can log on and offer suggestions or ask questions as it pertains to the meeting they just attended?

General Comments	
(1) In what ways have you found your role as a Board member stimulating or rewarding?	
Responses: 16	Being on the Board is an honor and the best part for me was shaping the future and hiring a new President
	I've learned so much about ODU and its constituents in my time as a board member and have developed great team relationships with my board colleagues.
	As a board member and community member discovering the value of ODU
	Learning more how the university runs all the effort that put into administration how big are operation it is
	If and when I am asked or given a chance to make comments on issues.
	Being a part of the governing/strategic process.
	Learning about the asset ODU is to this region. Learning about the merger with EVMS. Learning about the focus on the future. Watching effective leadership under. Pres. Hemphill. Meeting other interested members of the board who care about ODU
	Helping us achieve the goals of our Master Plan and seeing our merger with EVMS come together.
	Very rewarding to be a part of ODU right now as it plays an increasingly important role in this community.
	I have learned far more than I could have ever dreamed about the operation of the university.
	Being a part of an institution that is growing and achieving.
	I do not feel particularly well informed between BOV meetings, even though I serve on the executive board.
	Being able to bring my experience as an Alum and Business owner in the community to share with the board.
	I have found the experience so far as very rewarding. Brian and Team have made incredible headway. Our tailwinds are many and with the EVMS merger closing soon , WOW. Love being on the winning team!
	Learning about the trends and challenges in higher education has been fascinating.
	I have enjoyed it and found it to be beneficial in general.
(2) What do you consider your primary, non-financial personal contribution to the work of the Board during this past year?	
Responses: 15	To provide guidance & support to the President
	I've worked with my board colleagues and the President and staff to do a nearly total update of the by-laws and policies and procedures that help govern the Board and outline the Board responsibilities.
	My insight
	Being a good listener and expression, your opinion
	Just mainly listening.
	Experience My ability to talk about ODU as a successful institution of higher ed in Va -- whether one on one or on a podcast or on social media is hopefully seen as an asset. Connecting others in the Commonwealth with ODU is also an ongoing goal.
	Being at almost all of our meetings and alway being accessible to the Board and the President.
	Helping provide insight and ask questions about the ODU/EVMS merger.
	This is a hard question to answer for me at this time.
	Time and guidance
	Experience sharing.
	Preparing for BOV meetings by keeping up with higher education trends in the US.
	EVMS oversight, Board leadership role, Board and school engagement
	Helping provide input and guidance on specific concerns or issues pertaining to the school.
(3) Do you have any goals for the next 12 months in terms of your role as a member of the Board, and if so, what are they?	
Responses: 13	Term ending June 2024
	To update policies and procedures that accurately reflect the merger with EVMS.
	Leave board in better condition
	Helping with the merger with EVMS To involve my connections with international companies and country connections with our ODU Research Foundation, especially in Maritime and VMASC. Also to involve the ODU Behavioral Health Dept. with the Montero Medical Missions-United Community Solution Counseling Service Initiative to open soon on April 1, 2024. I am still very interested in bringing motivational speakers to campus. I look forward to being on campus more and bringing others with me. I hope that I can share some ideas from other schools that can possibly help others at ODU.
	I have made myself a promise to attend every meeting including every committee meeting to gain more insight to the operation of the university to be as informed as i can as a board member.

No
Continue to do what I can to help move ODU forward.
Primary Goal: To support the President Hemphill and make certain that the EVMS merger is well done for the sake of ODU and the Hampton Roads Region.
To help lead our Board and University to a successful seamless integration of EVMS.
Continue to learn more and provide more input in meetings and discussions.
This is my 8th year so I am timed out. I have greatly enjoyed being a member of the board and feel I have added to the board. I am very grateful that we hired a new
president and he has turned out to be the best person for the job. I think there are challenges yet to deal with but feel confident that the school will progress in
the right direction...

(4) What do you wish you had known when you were first appointed to the Board	
Responses: 10	I feel like it took 2 years to fully understand my role on the board and to make an impact
	More of the members
	What a big responsibility it is
	It was helpful for me to spend some time speaking with former members of the ODU BOV. I'd encourage new members to reach out to current or former members. Getting a sense of how this board operates and what the focus was helped prior to our first meeting. Also knowing a bit more about the history of the EVMS merger would have been helpful.
	How much I would learn about ODU.
	I don't think there is anything for one to prepare for a board appointment other than life lessons they have experienced prior to being appointed.
	Just experience.
	I believe it is important to serve in a volunteer capacity before joining a governing board. It has been my observation that BOV members that have prior service on various foundation or alumni boards often make great members.
	I was pretty well versed in the commitment and responsibilities. So no big surprises
	More information on the state of higher education.
(5) What area(s) would you like to learn more about in the coming year?	
Responses: 9	No additional comments, term ended June 2024
	How the board can work to increase student engagement and continue to achieve the goals outlined in the 5-year strategic plan including the merger with EVMS.
	How to keep cost down
	I'd like to know more about the profile of our students and what their needs are and what else ODU is doing to prepare for majors and interests in the future.
	Again, more insight into what are the most pressing issues for students, faculty, staff and alumni.
	All operations of the university.
	Plan to provide every student an internship
	Running a medical school and areas we can increase revenue to be successful quicker.
	Finance
(6) What can the University do to make your experience more fulfilling?	
Responses: 8	Continue doing what we're doing by looking for ways to accelerate progress towards the future and the direction higher ed is moving.
	I think the current process is very fulfilling for me personally.
	Already been a great experience
	Providing opportunities for us to be on campus together is always enriching.
	I am happy with my experience.
	The staff presentations are over the top and are extremely fulfilling to me.
	I feel we are all on same path and my experience has been quite fulfilling already.
	More interaction with students and learning about student life/experiences.
(7) What is the one thing most important to you that we could change to improve how our Board operates?	
Responses: 9	The Board operates in a healthy space and has a good relationship with the current President.
	I think everything is fine
	Again, I believe it is ok in committees to discuss things in greater detail-- including subjects that might not be positive but don't need to be voted on or discussed in the general meeting. And in the full board meeting, we don't need to know every detail of every committee.
	Have each board member attend all the committee meetings. I have noticed that there are some who miss meetings regularly. If you accept the position as a board member you need to attend each meeting if not then one should resign to allow someone else to have the opportunity to serve and make a difference. It would be nice to have a policy where a member is required to step down if they don't attend meetings and contribute.
	No changes suggested
	No ties:)
	Continued transparency I did like the tours of projects that we were funding and perhaps the committees could after their meeting go on to learn more about the subject of that committee instead of have 3 or 4 hours between meetings....

(8) What would you like to tell us that we have not asked?	
Responses: 6	No additional comments
	I want to applaud the transparency of communication between the President and his excellent staff and the BoV.
	Nothing
	Thank you for being kind to all of the board members! Thank you for feeding us & thank you for asking for our opinions.
	Can't think of a thing.
	I believe you have covered the most important aspects of our business.
(9) Please provide suggestions or comments about the survey itself.	
Responses: 10	No additional comments
	I think the best way to improve the BoV is to have 100 percent participation in the board survey.
	Useful
	Survey is fine. With my tremendously busy schedule here and abroad, I hope that I can attend as many of the required meetings and conferences as possible sans conflict and ODU will be understanding.
	Great survey; gets better every year.
	Hope this provides some insight and allows you to perfect our sessions together.
	A good survey. It helped solidify the role of Board members.
	Interesting question asked.
	Great survey!
	Survey is good.